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18 Attorneys for Defendants
19 Resonant Inc., Terry Lingren, John E. Major,
20 Robert B. Hammond, Janet K. Cooper,
21 Rick Kornfeld, and Thomas R. Joseph

22 **UNITED STATES DISTRICT COURT**
23 **CENTRAL DISTRICT OF CALIFORNIA**
24 **WESTERN DIVISION**

25 LISA DOYLE, DERIVATIVELY AND
26 ON BEHALF OF RESONANT, INC.,

27 Plaintiff,

28 v.

29 TERRY LINGREN, JOHN E. MAJOR,
30 ROBERT B. HAMMOND, JANET K.
31 COOPER, RICK KORNFELD, and
32 THOMAS R. JOSEPH,

33 Defendants,

34 and

35 RESONANT INC.,

36 Nominal Defendant.

Case No. 15-CV-07568-SJO (MRWx)

**STIPULATION TO EXTEND STAY
OF PROCEEDINGS; JOINT
STATUS REPORT**

The Honorable S. James Otero

1 **STIPULATION TO EXTEND STAY OF PROCEEDINGS**

2 WHEREAS, this is a shareholder derivative action (the “Derivative Action”)
3 brought by a shareholder of Resonant Inc. (“Resonant” or the “Company”),
4 derivatively on behalf of Resonant against certain of the Company’s officers and
5 directors.

6 WHEREAS, a related consolidated securities class action lawsuit alleging
7 violations of the federal securities laws based on similar facts and circumstances at
8 issue in the Derivative Action, styled *In re Resonant Inc. Sec. Litig.*, Master File
9 No. 15-cv-01970-SJO (VBKx) (the “Securities Class Action”), is currently
10 pending before the Court.

11 WHEREAS, on November 16, 2015, the Court stayed the Derivative Action,
12 pursuant to the parties’ stipulation, pending further developments in the ongoing
13 litigation of the Securities Class Action which the parties believed were likely to
14 impact the litigation of the Derivative Action. *See* Dkt. No. 22.

15 WHEREAS, the Court set a status conference for August 29, 2016, at 8:30
16 a.m., and ordered the parties to file a joint status report by August 15, 2016 (*see*
17 Dkt. No. 24), and the parties submit this Stipulation and Joint Status Report
18 pursuant to the Court’s order.

19 WHEREAS, on July 11, 2016, the Court issued an order in the Securities
20 Class Action granting in part and denying in part Defendants’ motions to dismiss
21 (the “Order”).

22 WHEREAS, pursuant to the Court’s order staying the Derivative Action
23 (Dkt. No. 22), the Order in the Securities Class Action was a “triggering event”
24 requiring the parties to meet and confer regarding the status of the stay and the
25 future course of the derivative action.

26 WHEREAS, Defendants in the Securities Class Action have filed a Motion to
27 Certify the Court’s Order Denying the Resonant Defendants’ Motion to Dismiss
28 (Dkt. No. 99) for Immediate Appeal and to Stay Proceedings Pending Appeal in the

1 Securities Class Action (“Motion to Certify”), which is noticed for a hearing on
2 September 12, 2016.

3 WHEREAS, the parties to the Derivative Action have conferred and agree
4 that a further stay of the Derivative Action, pending further developments in the
5 Securities Class Action, is appropriate and would avoid inefficiencies and
6 duplicative efforts, would better preserve the resources of the parties and the Court,
7 and would more closely align the proceedings in the Derivative Action with the
8 proceedings in the Securities Class Action.

9 WHEREAS, the Parties agree, subject to the Court’s approval, that the stay
10 of the Derivative Action should be extended at least until the Court’s decision on
11 the pending Motion to Certify in the Securities Class Action, and that within 21
12 days following the Court’s decision on the pending Motion to Certify, the parties
13 shall meet and confer regarding the status of the stay and report to the Court with
14 the parties’ respective or collective views as to whether the stay should be further
15 extended.

16 WHEREAS, in order to preserve party and judicial resources, the parties
17 further request that the status conference currently scheduled for August 29, 2016 at
18 8:30 a.m. be continued to December 5, 2016 at 8:30 a.m. or to a date thereafter that
19 is convenient to the Court.

20 **NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED,**
21 subject to the Court’s approval, that:

22 1. The current stay of proceedings in the Derivative Action shall remain
23 in effect.

24 2. The Individual Defendants and Resonant shall not be required to
25 move, answer, plead or otherwise respond to the Complaint (or any amended
26 complaint) during the pendency of the stay.

27 3. In the event that Defendants during the pendency of the stay produce
28 any discovery (defined below) to the plaintiffs in the Securities Class Action, in any

1 other shareholder derivative action alleging substantially the same facts and claims
2 as those in the Derivative Action (“New Derivative Action”) or in any action or
3 demand brought against Resonant pursuant to 8 Del C. §220 to compel inspection
4 of books and records that are substantially related to the facts and claims at issue in
5 the Derivative Action (“Books and Records Action”), Defendants shall produce to
6 Plaintiff in the Derivative Action copies of that discovery in the form and manner in
7 which such discovery is produced to plaintiffs in the Securities Class Action, the
8 New Derivative Action or the Books and Records Action, provided that Plaintiff
9 agrees to enter into and be bound by a protective order or confidentiality agreement
10 that is substantially similar to any protective order or confidentiality agreement
11 entered in the Securities Class Action, the New Derivative Action or the Books and
12 Records Action, and Plaintiff agrees to pay the reasonable costs of printing and
13 postage incurred in producing the additional copy of the discovery in the event such
14 discovery was not produced in an electronic format, provided that Plaintiff is not
15 responsible for the costs of any professional fees and services incurred in producing
16 the additional copy of such discovery. For purposes of this agreement, “Discovery”
17 is defined to include all documents produced by Defendants in the Securities Class
18 Action, New Derivative Action or Books and Records Action; all formal responses
19 by any of the Defendants to interrogatories, requests for production, or requests for
20 admission in such action(s); and true and correct copies of all transcripts and
21 exhibits for any deposition taken of any Defendant, including employees of the
22 Company, in such action(s).

23 4. Notwithstanding a stay of this action, Plaintiff is permitted to file an
24 amended complaint.

25 5. The status conference set for August 29, 2016 shall be continued to
26 December 5, 2016 at 8:30 a.m. or to a date thereafter that is convenient to the
27 Court.

28 6. Within 21 days following the Court’s decision on the pending Motion

1 to Certify in the Securities Class Action, the Parties will submit a status report or
2 stipulation containing their views as to whether the stay should be further extended
3 pending additional developments in the Securities Class Action.

4 **IT IS SO STIPULATED.**

5
6 Dated: August 15, 2016 ORRICK, HERRINGTON & SUTCLIFFE LLP

7
8 By: /s/ Kevin M. Askew
9 Kevin M. Askew

10 Attorneys for Defendants

11 Dated: August 15, 2016 THE ROSEN LAW FIRM, P.A.

12 By: /s/ Laurence M. Rosen
13 Laurence M. Rosen

14 Attorneys for Plaintiff
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